

**Exhibit 1**

**Proposed Form of Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**ORDER UNDER 11 U.S.C. §§ 105(a) AND 554(a) APPROVING ABANDONMENT OF  
DEBTORS' INTERESTS IN CERTAIN ESTATE ASSETS**

Upon the motion (the “Motion”) of the Debtors<sup>1</sup> for entry of an order (the “Order”), pursuant to sections 105(a) and 554(a) of title 11 of the United States Code, as amended (the “Bankruptcy Code”) authorizing the abandonment of (A) NERDs, (B) Trust Certificates, (C) PFIC equity, (D) common land, and (E) “zero balance” home equity lines of credit, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Motion and the Declaration of William Tyson in support of the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested herein; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor,

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

IT IS HEREBY FOUND, DETERMINED, AND ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to Section 554(a) of the Bankruptcy Code, the Debtors are authorized to abandon the Property Interests identified in **Exhibits 2-A, 2-B, 2-C, 2-D and 2-E** to the Motion, as of December 17, 2013.
3. The Debtors and the Liquidating Trust are authorized to take any all necessary actions to release the lien against a borrower's real property associated with the HELOC.
4. The Debtors and the Liquidating Trust are authorized to pay the cost of releasing the lien<sup>2</sup> so that the borrower does not incur such administrative costs associated with the abandonment of the Debtors' interests in the HELOC.
5. The Debtors and the Liquidating Trust are hereby authorized to execute and deliver all instruments and documents, and take all other actions, as may be necessary or appropriate to implement and effectuate the relief granted in this Order.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2014

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE

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<sup>2</sup> The Debtors only intend to release the lien filed against the borrower's real property related to the HELOC. To the extent that other liens exist against the borrower's real property related to loans other than the HELOC at issue, the Debtors are not seeking authority from this Court to effect the release of such other liens.